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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the lead case,  
No. 19-30088 (DM)*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF  
SHAI Y. WAISMAN IN SUPPORT OF  
DEBTORS' APPLICATION FOR  
APPOINTMENT OF PRIME CLERK LLC  
AS CLAIMS AND NOTICING AGENT**

[No Hearing Required]

I, Shai Y. Waisman, under penalty of perjury, declare as follows:

1. I am the Chief Executive Officer of Prime Clerk LLC (“**Prime Clerk**”), a chapter 11 administrative services firm whose headquarters are located at 830 3<sup>rd</sup> Avenue, 9<sup>th</sup> Floor, New York, New York 10022. Except as otherwise noted, I have personal knowledge of the matters set forth herein, and if called and sworn as a witness, I could and would testify competently thereto.

2. On January 29, 2019, I submitted a declaration [Docket No. 22] (the “**Waisman Declaration**”) in support of the above-captioned debtors’ (collectively, the “**Debtors**”) *Application Pursuant to 28 U.S.C. § 156(c) for Appointment of Prime Clerk LLC as Claims and Noticing Agent* [Docket No. 14] (the “**Application**”).<sup>1</sup> I hereby incorporate by reference, in its entirety, the Waisman Declaration as if fully set forth herein, and respectfully submit this declaration to supplement the disclosures in the Waisman Declaration.

3. Prime Clerk hereby discloses the following connections, each of which Prime Clerk believes does not present an interest adverse to the Debtors and is disclosed solely out of an abundance of caution:

- Heidi Stern, Chief Financial Officer at Prime Clerk, and Diana Shih, controller at Prime Clerk, were formerly associates at PricewaterhouseCoopers LLP (“**PWC**”), one of the Debtors’ professionals and a non-Debtor professional. Ms. Stern and Ms. Shih left PWC in 2011. Neither Ms. Stern nor Ms. Shih worked on any matters involving the Debtors during their time at PWC.
- Jordan Searles is a Director at Prime Clerk. Mr. Searles’ brother, Adam Searles, is a Director at AlixPartners, LLC, one of the Debtors’ professionals.
- Joshua Karotkin is a Director at Prime Clerk. Mr. Karotkin’s brother, Samuel Karotkin, is a Vice President at Rothschild Inc., a non-Debtor professional. As stated in the Waisman Declaration, Joshua Karotkin has been screened from and will perform no work on this matter.
- David Sharp, a Director of Solicitation at Prime Clerk, directly holds preferred shares of the Debtors’ public stock. As stated in the Waisman Declaration, Prime Clerk has a policy prohibiting its partners and employees from using confidential information that may come to

<sup>1</sup>Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

1 their attention in the course of their work, and all Prime Clerk partners and employees are  
2 barred from trading in securities with respect to matters in which Prime Clerk is retained.

- 3 • Stephanie Basta, Prime Clerk's Chief People Officer, was formerly an associate at Proskauer  
4 Rose LLP, a non-Debtor professional. Additionally, Ms. Basta's husband, Paul Basta, is a  
5 Partner at Paul, Weiss, Rifkind, Wharton & Garrison LLP, a non-Debtor professional. Ms.  
6 Basta's role at Prime Clerk is purely administrative and, as such, she does not work on any  
7 of Prime Clerk's cases.

8 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and  
9 correct to the best of my information, knowledge and belief.

10 Executed on February 6, 2019

11 /s/ Shai Y. Waisman

12 Shai Y. Waisman  
13 Chief Executive Officer  
14 Prime Clerk LLC  
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